

RECORDATION NO. 11500-7 FILED

AUG 6 '98

11-16AM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 6, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of Bill of Sale and Partial Release, dated July 28, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Lease Agreement and Security Agreement (GATC Trust #3) which was previously filed with the Commission under Recordation Number 11500.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Mellon Leasing Corporation
4444 One Mellon Bank Center
Pittsburgh, Pennsylvania 15258

Agent/Vendor: State Street Bank and Trust Company
of Connecticut, NA
225 Franklin Street
Boston, Massachusetts 02101

A description of the railroad equipment covered by the enclosed document is:

one (1) railcar GATX 300492

Counterparts -

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 6 11 16 AM '98

Mr. Vernon A. Williams
August 6, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

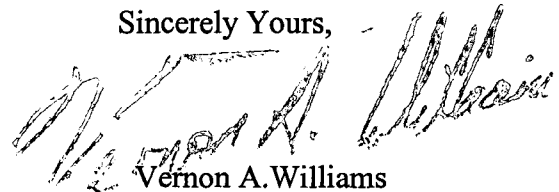
DATE: August 6, 1998

Robert W. Alvord
Alvord & Alvord
918 16th Street NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on August 6, 1998 at 11:16 a.m., and assigned recordation number(s). 11500-G, 11500-H, and 11500-I.

Sincerely Yours,

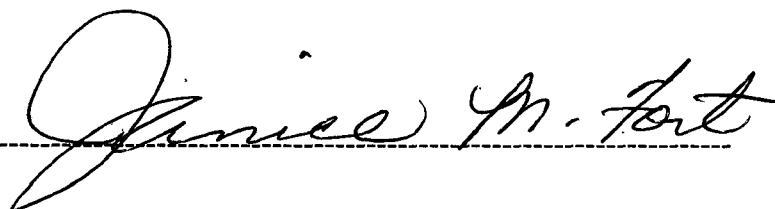


Vernon A. Williams

Enclosure(s)

\$ 78.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



AUG 6 '98

11-16 AM

BILL OF SALE AND PARTIAL RELEASE

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee under GATC Trust #3, (the "Lessor") under an Equipment Lease Agreement (GATC Trust #3) dated as of February 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300492 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company of Connecticut, N.A., as Agent/Vendor (the "Agent/Vendor") under a Security Agreement (GATC Trust #3 dated as of February 15, 1980) between the Lessor and the Agent/Vendor hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: 7-28, 1998

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee

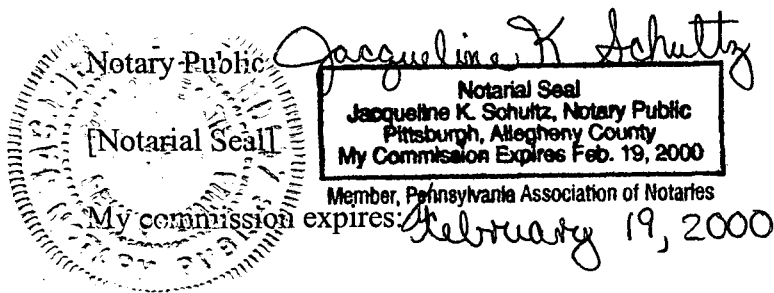
By: Lily A. Dastur
Title: V. P.

State Street Bank and Trust
Company of Connecticut, N.A.,
as Agent/Vendor

By: _____
Title: _____

State of Pennsylvania)
) SS
County of Allegheny)

On this 28th day of July, 1998, before me personally appeared Lily A. Pastur, to me personally known, who being by me duly sworn, say that he/she is Vice President of Mellon Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



State of Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

BILL OF SALE AND PARTIAL RELEASE

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee under GATC Trust #3, (the "Lessor") under an Equipment Lease Agreement (GATC Trust #3) dated as of February 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300492 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company of Connecticut, N.A., as Agent/Vendor (the "Agent/Vendor") under a Security Agreement (GATC Trust #3 dated as of February 15, 1980) between the Lessor and the Agent/Vendor hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 1998

Mellon Leasing Corporation, not in
its individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

State Street Bank and Trust
Company of Connecticut, N.A.,
as Agent/Vendor

By: Ruth A Smith
Title: Vice President

State of)
) SS
County of)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Mellon Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS
County of Suffolk)

On this 28th day of July, 1998, before me personally appeared Ruth A. Smith, to me personally known, who being by me duly sworn, say that he/she is Vice President of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly Ann Burack
Notary Public

[Notarial Seal]

My commission expires:

BEVERLY ANN BURACK
Notary Public
My Commission Expires April 16, 2004